

APPENDIX 1A

APPENDIX 1A

FACTS WHICH ARE ADMITTED AND REQUIRE NO PROOF [DEL. L.R. 16(D)(3)]

1. Each of the Debtors is a Delaware corporation or limited liability company (except for Teleglobe Puerto Rico Inc. ("TPR"), which is a Puerto Rico corporation), and is either a direct or indirect subsidiary of Teleglobe Inc. ("TI"), a corporation governed by the Canada Business Corporations Act ("CBCA") which had its principal place of business in Montreal, Province of Quebec, Canada.

2. BCE is and was at all relevant times, a corporation governed by the CBCA with its principal place of business in Montreal, Province of Quebec, Canada.

3. BCE's stock is publicly traded and listed on the Toronto Stock Exchange and the New York Stock Exchange, among others.

4. Prior to November 1, 2000, the Board of TI was comprised of the following individuals: Charles Sirois, Kenny A. Troutt, Derek H. Burney, Bruno Ducharme, A. Michael Hainsfurther, T. Allan McArtor, C. Edward Medland, Jean C. Monty, Marvin Moses, Carmand Normand, Gregory S. Oliver, Stephen R. Smith and H. Arnold Steinberg. BCE was entitled to nominate a number of nominees for election to the board of directors of TI proportionate to BCE's ownership of TI common shares, at that time, approximately 23 percent.

5. Defendant Michael T. Boychuk ("Boychuk") was the Treasurer and an officer of BCE and Bell Canada and a director of several of the Debtors during various times relevant to this action.

6. Boychuk was appointed TI's Chief Financial Officer and Executive Vice President-Finance by the Board of Directors of TI on May 31, 2000 and served in that capacity until he resigned from his positions in April, 2002.

APPENDIX 1A

7. At various times between September 29, 2000 and the date of his resignation in April, 2002, Boychuk was a director of Teleglobe Holdings (U.S.) Corporation ("THUS"), Teleglobe Holding Corp. ("THC"), Teleglobe Marine (U.S.) Inc. ("TMI"), Teleglobe Investment Corp. ("TIC") and Teleglobe Submarine, Inc. ("TSI"). At various times between September 29, 2000 and April 23, 2002, Boychuk also served as an officer of THUS, THC, TMI, TSI and TIC.

8. From September 29, 2000 through his resignation, Boychuk was President and Treasurer of Teleglobe Holdings (U.S.) Corporation and Chief Executive Officer of Teleglobe Submarine, Inc. From November 1, 2000 through his resignation, Boychuk was President and Treasurer of Teleglobe Investment Corp and Chief Executive Officer of Teleglobe Marine (U.S.) Inc.

9. At various times between August 1, 2000 and February 25, 2002, Defendant Marc A. Bouchard ("Bouchard") was a director of TPR and Optel Telecommunications, Inc. ("OTI"). From November 1, 2000 through January 23, 2002, Bouchard was a director of THUS, THC and TIC. At various times between August 1, 2000 and February 25, 2002, Bouchard served as an officer of OTI, Teleglobe Communications Corporations ("TCC") and Teleglobe USA Inc. ("TUSA").

10. On or about May 17, 2000, Bouchard was appointed President, North American Markets & Corporate Development of TCC.

11. Prior to May 17, 2000, Bouchard was an officer of Bell Nexxia, a subsidiary of BCE.

12. From August 1, 2000 through February 27, 2002, Defendant Serge Fortin ("Fortin") served as a director of OTI and TCC. At various times between November 1, 2000 and April 23, 2002, Fortin served as an officer of OTI, TCC and TUSA.

APPENDIX 1A

13. Fortin was appointed TCC's President, Global Markets in May 2000 by the Board of TCC. At various times prior to May 2000, Fortin had been President of Bell ActiMedia and an employee of Bell Canada International. He also served as a director of THUS, THC, TIC, TMI, TPR, TSI and Teleglobe Telecom Corp. ("TTC") beginning in May 2002.

14. On April 11, 2000, Defendant Terence Jarman ("Jarman") was appointed Chief Executive Officer of TCC. On or about August 1, 2000, Jarman was appointed Chief Executive Officer of TUSA. On December 15, 2000, Jarman was appointed by TI's Board as a director of TI. He resigned effective January 23, 2002 from his positions with TI and the Debtors.

15. Defendant Stewart Verge ("Verge") was appointed President of Global Operations of TCC on May 17, 2000. On March 1, 2001, Verge was named Executive Vice President of TCC.

16. At various times between August 1, 2000 and February 2002, Verge was a director of OTI and TCC. He also served as an officer of OTI at various times between 2001 and February 2002.

17. Defendant Jean C. Monty ("Monty") was President and Chief Executive Officer of BCE prior to its acquisition of Teleglobe and remained as Chief Executive Officer through April 23, 2002. Monty was named Chairman of BCE on April 26, 2000, and remained in that position through April, 2002. Monty first became a director of TI in November 1997, and was appointed Chairman of TI by the Board of TI on from February 15, 2000, a position he held through April 23, 2002. Monty was appointed Chief Executive Officer of TI effective November 1, 2000, a position he held through his resignation in April, 2002.

18. Defendant Richard Currie ("Currie") served as a director of TI from December 15, 2000 until he resigned in April, 2002.

APPENDIX 1A

19. From early 2000 until April 23, 2002, Defendant Currie served as the “lead director” on BCE’s board.

20. On or about April 23, 2002, Currie was appointed Chairman of the Board of BCE by the Board of BCE, a position he still holds.

21. Defendant Thomas E. Kierans (“Kierans”) became a member of BCE’s board of directors on April 28, 1999. He served as a director of TI from December 15, 2000 until he resigned in April, 2002.

22. Defendant Stephen P. Skinner (“Skinner”) was appointed Vice President and Controller of TI by the Board of TI on July 25, 2001, a position he held through April, 2002. By May 28, 2001, Skinner had been appointed Deputy Controller of BCE, and subsequently became Controller of BCE.

23. Defendant H. Arnold Steinberg (“Steinberg”) became a director of TI in 1989 and remained a director of TI at all times relevant to this action.

24. In May 1999, TI announced its intention to build the GlobeSystem.

25. In July 1999, TI raised \$1 billion through the sale of debentures (the “Debentures”).

26. TI was the obligor on the Debentures, and THUS was a guarantor of the Debentures.

27. On February 15, 2000, BCE and TI executed an agreement (the “Support Agreement”) pursuant to which BCE would acquire all of the shares of TI that were not already owned by its subsidiary Bell Canada (the “Acquisition”).

28. On February 15, 2000, Monty (then BCE’s CEO) made public statements in connection with the Acquisition.

APPENDIX 1A

29. BCE performed due diligence prior to closing the Acquisition.
30. All of TI's bond issuances were effected prior to the Acquisition.
31. On June 18, 2000, the Support Agreement was amended by TI and BCE.
32. On July 24, 2000, TI and THUS closed on a 364-day U.S. \$1.25 billion 364-day credit facility with a syndicate of banks (the "Teleglobe Credit Facility"). The Bank of Montreal was the arranger of the Teleglobe Credit Facility.
33. On June 29, 2000, in connection with the Teleglobe Credit Facility, BCE furnished a letter to the bank syndicate which provided that BCE would advance up to \$900 million to TI under certain conditions.
34. On April 25, 2001, Monty made public statements during a BCE quarterly results conference call.
35. On June 21, 2001, a meeting was held with the Teleglobe Credit Facility lenders at the Marriot Chateau Champlain in Montreal, Quebec, Canada. At the meeting, a presentation was made by Jarman, Bouchard and Boychuk.
36. On July 23, 2001, TI and THUS closed on the renewal of the Teleglobe Credit Facility for another 364-day term.
37. On October 24, 2001, Monty spoke and answered analysts' questions during a conference call regarding BCE's third quarter results.
38. On October 24, 2001, the BCE Board approved a resolution authorizing BCE to make an investment in or provide financial assistance to TI or a subsidiary in an amount not to exceed U.S. \$75 million.

APPENDIX 1A

39. On November 28, 2001, the BCE Board approved a resolution authorizing BCE to make investments in and to provide financial assistance to TI or any of its subsidiaries in amounts not to exceed \$850 million.

40. Between 2000 and 2002, BCE provided funding to TI.

41. Monty, Skinner and Boychuk executed a representations letter dated January 23, 2002 in connection with Deloitte & Touche's review of TI's fourth quarter 2001 financial statements.

42. On February 27, 2002, the Board of Directors of TI approved TI's consolidated financial statements for year-end 2001, after review and approval of such statements by the Audit Committee of the Board of Directors of TI.

43. The financial statements approved by the Board of Directors of TI on February 27, 2002, were true and accurate as of that date

44. Monty, Skinner and Boychuk signed a representations letter dated February 27, 2002 in connection with Deloitte & Touche's audit of TI's 2001 year-end financial statement.

45. James Callaway and James Kahan were directors of Bell Canada who served on the Bell Canada Board of Directors as nominees of SBC Communications Inc. ("SBC"). Messrs. Callaway, Kahan and Monty attended the Bell Canada Board of Directors meeting on February 27, 2002.

46. Maria Buonamici was Jean Monty's executive assistant from September 1999 through at least April 24, 2002.

47. BCE produced to Plaintiffs in this litigation a document from the electronic files of Maria Buonamici titled "Project X Chronology of Events". After due inquiry, BCE is unable to identify the author of the document.

APPENDIX 1A

48. On April 8, 2002, BCE issued a press release titled “BCE to Consider Strategic Alternatives for BCE Teleglobe.”

49. In April 2002, the MD&A and notes to the 2001 financial statements for TI were revised.

50. On April 24, 2002, BCE announced that it would cease providing long term funding to TI.

51. On May 15, 2002, TI filed cases under the “Companies Creditors Arrangement Act,” or “CCAA,” in Canada. The CCAA is the Canadian equivalent of chapter 11 bankruptcy in the United States.

52. On May 28, 2002, the Debtors filed for bankruptcy in Delaware.